

**MINUTES OF A MEETING OF THE NOMINATION COMMITTEE HELD ON 3  
APRIL 2013 AT 10.30am AT 4 MATTHEW PARKER STREET, LONDON SW1H  
9NP**

**Present:**

Heather Lawrence, Non Executive Director (Chair)  
David Bennett, Chief Executive  
Stephen Thornton, Deputy Chairman, Non Executive Director

**In attendance:**

Philippa Harding, Board Secretary

**1. Welcome and apologies**

1.1 No apologies were received.

**2. Declarations of interest**

2.1 No interests were declared.

**3. Minutes and matters arising from the meeting held on 12 February 2013  
(NC/13/01)**

3.1 The minutes were considered. There were no matters arising.

**4. Terms of Reference and work programme (NC/13/02)**

4.1 Philippa Harding introduced the report which presented the amended Terms of Reference of the Nomination Committee. The Terms of Reference of all Board committees had been reviewed and updated in October 2012, as part of the work that was undertaken on Monitor's new governance framework.

4.2 It was noted that the Nomination Committee should lead the process for Board appointments, by the evaluation of the balance of skills, knowledge and experience in existence amongst Board members. It was proposed that the Terms of Reference should reflect the fact that the Board's role differed

according to whether executive or non-executive Board members were being recruited. Whilst the Board had full control of the process for executive Board members, it was required to act in liaison with the Department of Health (DH) on behalf of the Secretary of State for Health in the recruitment of non-executive directors. Whilst the Chief Executive was responsible for the recruitment of those members of the organisation who reported directly to him, but were not Board members, there was also an expectation that the recruitment of these individuals would be informed by input from members of the Nomination Committee. It was proposed that the Terms of Reference of the Committee should be amended to reflect this.

- 4.3 With regard to the appointment of executive Board members, Nomination Committee members discussed the question of whether this was of an individual or whether particular posts would always be Board positions. In addition, it was considered possible that particular roles that were not currently Board positions, could be so in the future, should the post holders demonstrate the requisite individual development. In light of the relationship of this question with issues pertinent to succession planning, further consideration of this issue would take place at the next meeting of the Committee, once the Executive Director of Organisation Transformation was in post.

**RESOLVED:**

- 4.4 The Nomination Committee resolved that, subject to the comments above, the Terms of Reference of the Committee should be adopted.

**5. Progress on Chair appointment (oral item)**

- 5.1 David Bennett provided an oral update on the progress of the recruitment of Monitor's new Chair. It was noted that, as the appointment was made by the Secretary of State for Health, the process was being led by DH. Nomination Committee members asked for further information on the potential longlist of candidates for the role and the timescales within which the appointment was anticipated.
- 5.2 The value of including Monitor's Board in the appointment process was emphasised. In light of the fact that David Bennett continued to act as Monitor's Chairman and could be perceived as having an interest in the appointment, Stephen Thornton had the responsibility for leading on this on behalf of the Board. It was proposed that Stephen Thornton and David Bennett should meet with the Director General, Strategy, Finance and NHS at DH to discuss the matter further

**ACTION: DB, PH**

**6. Non-Executive Director recruitment (oral item)**

- 6.1 Stephen Thornton's term of appointment was due to end on 30 September 2013. As it was his second term of appointment, he would not be eligible for re-

appointment. David Bennett provided an oral update on the process for recruiting non-executive members of the Board. It was noted that the last recruitment of a non-executive director had taken approximately four months.

- 6.2 Nomination Committee members considered the additional skills and experience that were needed on the Board. It was noted that the organisation was in the process of appointing a senior executive who would bring a significant level of clinical experience with them to the role of Executive Director of Patient and Clinical Engagement. The value of adding to the Board's existing knowledge and experience of the NHS was acknowledged, particularly with regard to commissioning or out of hospital care. It was also proposed that Monitor would benefit from the addition of a non-executive director with experience of economic regulation. In light of the identification of these requirements, the Nomination Committee was minded to recommend that a further non-executive director should be recruited in addition to the replacement for Stephen Thornton. It was proposed that this should be discussed further by the Board and with DH.

**ACTION: DB**

- 6.3 It was noted that Stephen Thornton currently held the roles of both Deputy Chairman and Senior Independent Director. In light of the fact that Monitor's new Chairman would wish to determine which Board member should take on these roles, Nomination Committee members emphasised the importance of ensuring that this appointment had been made in advance of September 2013.

## **7. Board Evaluation (NC/13/03)**

- 7.1 The Nomination Committee considered the report which suggested a way forward with regard to the evaluation of the Board. The importance of Board evaluation was noted, particularly in light of the expectations that Monitor had of the NHS foundation trusts that it was responsible for regulating. It was proposed that the organisation's internal auditors might lead on a self assessment process, identifying actions that could be addressed as soon as possible and those which required input from the new Chair. The Chair of the Audit and Risk Committee would be consulted on this proposal.

**ACTION: PH**

## **8. Any other business**

- 8.1 No other business was raised.

**Close**